

**EXHIBIT A**

**In Re:**  
***RESIDENTIAL CAPITAL, LLC, et al.***  
***Case No. 12-12020-mg;12-12019-mg; Adv. Proc.12-01935-mg***

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*February 7, 2013*

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1 UNITED STATES BANKRUPTCY COURT  
2 SOUTHERN DISTRICT OF NEW YORK

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4 In the Matter of: Case No. 12-12020-mg  
5 RESIDENTIAL CAPITAL, LLC, et al.,  
6 Debtors.

7 - - - - -  
8 In the Matter of: Case No. 12-12019-mg  
9 RESIDENTIAL CAPITAL FUNDING COMPANY, LLC, et al.,  
10 Debtors.

11 - - - - -  
12 JENKINS, ET AL.,  
13 Plaintiffs,  
14 -against- Adv. Proc. No. 12-01935-mg  
15 RESIDENTIAL FUNDING COMPANY, LLC, ET, AL.,  
16 Defendants.  
17 - - - - -  
18 United States Bankruptcy Court

19 One Bowling Green  
20 New York, New York  
21 February 7, 2013

22 10:14 AM

23 B E F O R E:

24 HON. MARTIN GLENN

25 U.S. BANKRUPTCY JUDGE

1 12-12019-mg Residential Funding Company, LLC Ch. 11

2 Adversary proceeding: 12-01935-mg Jenkins et al v.

3 Residential Funding Company, LLC et al

4 (CC: Doc no. 1) Adjourned Pre-trial Conference

5

6 12-12020-mg Residential Capital, LLC Ch. 11

7 (CC: Doc# 2648) Debtors Motion for Order Under 11 U.S.C.

8 105(a) and 365(a), Fed. R. Bankr. P. 6006 and 9014 and Local

9 Bankruptcy Rule 6006-1 Authorizing Assumption of Unexpired

10 Lease Between DeVry Inc. and GMAC Mortgage, LLC.

11

12 Adj. Hearing Re: Cure Objections. (Related Document no. 61)

13

14 (Doc no. 1649) Status Update on Hearing Re: Cure Objection of  
15 Digital Lewisville LLC to: (I) Debtors' Motion for Orders:

16

17 (A) (I) Authorizing and Approving Sale Procedures, Including  
Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid  
18 Deadline and Sale Hearing; etc.

19

20 (CC: Doc no. 1979) Adjourned Hearing RE: Objection of Wells  
21 Fargo Bank, N.A. to Debtors' Sale Motion [Docket No. 1979]

22

23

24

25

1 (CC: Doc no. 2069) Adjourned Hearing RE: Limited Objection of  
2 Ally Financial Inc. and Ally Bank to the Debtors' Proposed  
3 Platform Sale Motion [Docket No. 2069]

4

5 (CC: Doc# 2251) Motion for Relief from Stay filed by Michael  
6 Wheeler.

7

8 (CC: Doc# 2646) Motion for Relief from Stay  
9 Moot Motion has been resolved by stipulation. The Debtors will  
10 present the stipulation at the hearing.

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1 P R O C E E D I N G S

2 THE COURT: Please be seated. We're here on  
3 Residential Capital, number 12-12020. We're going to begin  
4 with a report from the examiner's counsel.

5 Mr. Seife?

6 MR. SEIFE: Thank you, Your Honor. Howard Seife,  
7 Chadbourne & Parke, counsel for the examiner.

8 We'd like to give the Court an update, a status report  
9 on our activities. To date, we've received, through  
10 production, approximately 1.1 million documents, which amount  
11 to more than seven and a half million pages, and they come from  
12 twenty producing parties.

13 We have, to date, completed fifty interviews, and we  
14 have seventeen additional scheduled, and perhaps an additional  
15 twenty-five or so that remain to be scheduled.

16 When we were last here in court to give you a status  
17 report, we at that time anticipated delivery of the report by  
18 early April. And as we discussed on the record, that date,  
19 however, was contingent upon the production of documents from  
20 parties on a timely basis and on a rolling basis, such that we  
21 could review them in a timely fashion and use them, as  
22 appropriate, for interviews and for incorporation in the  
23 report.

24 As we reported to Your Honor in chambers,  
25 unfortunately, there's been an enormous delivery of documents

1 at the end of January and early February, far in excess of what  
2 we anticipated and what would have complied with a rolling  
3 production. Faced with this additional two million-plus pages  
4 of recently produced documents from the debtors, it will  
5 require reassessment of the ability to complete the report as  
6 we had previously hoped.

7 So given all of the elements which would be required  
8 to review this new and very substantial document production, to  
9 incorporate it into interviews, to perhaps recall some of the  
10 parties already interviewed for additional questioning, we now  
11 anticipate a delay and rescheduling for an anticipated time of  
12 filing the report to early May, so that would be an additional  
13 month.

14 The examiner certainly regrets the inability to  
15 produce a report, as anticipated, in early April, but this  
16 unanticipated production no longer makes that a feasible date.  
17 So with Your Honor's permission, we're suggesting a later  
18 delivery of the report.

19 THE COURT: Just if you could, tell me what, if any,  
20 additional document requests are outstanding, not the specific  
21 request, but what additional production are you anticipating?  
22 Is there a schedule for that to occur?

23 MR. SEIFE: We have requested that all parties finish  
24 their production of documents, substantial finish them, by the  
25 end of January. Most parties have complied with that. Of

1 course there are always additional follow-ups and  
2 clarifications and issues that are dealt with. However, there  
3 are some parties that have not finished production. You may  
4 recall we have conflicts counsel that came into the case; they  
5 are seeking production from four financial institutions. Those  
6 four have not finished their production. We feel at least  
7 three of them are substantially advanced; a fourth has produced  
8 a voluminous amount of documents, but there remains more that  
9 we anticipate we should have by the middle of February.

10 As to other third parties -- and my colleagues can  
11 correct me if I'm wrong -- I believe we have substantially all  
12 productions, but let me just verify that.

13 THE COURT: Okay.

14 MR. SEIFE: Ally has produced substantial amounts of  
15 documents. There remain some issues in dispute that we are  
16 working through with Ally. Without getting into the details,  
17 because the parties are trying to resolve it, there are some  
18 what we refer to as clawback requests. Parties have produced  
19 documents, reserving their right on privilege issues to  
20 clawback some documents that were either inadvertently produced  
21 or improperly produced, and we're trying to work through those,  
22 particularly on some regulatory privileges. And if we cannot  
23 resolve that, we may be before Your Honor on an expedited basis  
24 to resolve those.

25 So that's a long way of saying we have substantially

1 received documents that we've requested, but there remain some  
2 open issues with some of the parties.

3 THE COURT: Have you had to issue subpoenas for  
4 documents, or has it all been through informal requests?

5 MR. SEIFE: We've been issuing subpoenas.

6 THE COURT: And you talked about interviews; have they  
7 been under oath or not?

8 MR. SEIFE: The interviews are recorded and  
9 transcribed; they're not under oath.

10 THE COURT: Have any of the people that you want to  
11 interview declined to be interviewed?

12 MR. SEIFE: No. Everyone we've requested, to date,  
13 has appeared. There are still some remaining, as I said, a  
14 substantial number of interviews, but to date, everyone has  
15 appeared and spoken on our recorded interviews.

16 THE COURT: Okay. I have no doubt that you and your  
17 colleagues and the examiner are working diligently to complete  
18 a very large task. I certainly believe that the completion of  
19 the examiner report is very important to progress in this case  
20 with respect to development of a plan, negotiating a consensual  
21 plan, hopefully. So getting a report completed as soon as  
22 possible, I think, is important. I have no doubt that the  
23 examiner and his professionals want to assure that the report  
24 is of the highest quality, and I really don't have any question  
25 about that. If you and your colleagues are meeting with any

1 resistance with respect to parties producing documents in a  
2 timely fashion, I want to hear about it sooner rather than  
3 later.

4 It's important, and I'm committed to do everything I  
5 can -- and the power of the pen on orders sometimes has that  
6 effect -- to enable you and your colleagues and the examiner to  
7 get everything you need so that you can complete the report as  
8 quickly as possible. So I can't emphasize enough that yes, I  
9 hope you will be able to consensually resolve issues, things --  
10 you know, you raised the issue about clawback and privileges,  
11 and in any substantial production those issues always arise,  
12 and virtually always they get worked out, where the lawyers are  
13 capable lawyers. And I'm not trying to get into the middle of  
14 that process at all, but it has to happen quickly, so that if  
15 you need a hearing with respect to a discovery dispute, you  
16 call chambers, and you'll -- in virtually all instances, you'll  
17 have a hearing that day or the next day, usually, in the first  
18 instance, by telephone. I don't want letter briefs or anything  
19 unless and until I've heard the parties out; I'm usually able  
20 to resolve it. But just in all matters, any kinds of discovery  
21 disputes, they get heard very, very promptly. So I just  
22 encourage you, if you need to -- I mean, in the first instance,  
23 I hope you'll resolve things as they're usually done,  
24 consensually.

25 It's very important, in my view, to the progress in

1 this case, that the report be done in early May. And if things  
2 occur that you think raise questions about it, I want to hear  
3 about it immediately and not in April. Okay. And we have to  
4 see if there's anything that can be done to keep the process  
5 moving to make sure it's done. But I appreciate your report,  
6 Mr. Seife, and I certainly appreciate the work of you and your  
7 colleagues and of the examiner.

8 MR. SEIFE: I would just add, Your Honor, the examiner  
9 is fully cognizant of the importance of the report to this case  
10 and progress in the case, and he and his professionals are  
11 fully committed to working as hard as we can and in an  
12 expedited fashion as possible to get it done, and --

13 THE COURT: Thank you very much.

14 MR. SEIFE: -- we appreciate your offer of assistance.

15 THE COURT: All right, thank you.

16 MR. SEIFE: Thank you, Your Honor.

17 THE COURT: Does anybody else want to be heard on the  
18 subject of the examiner report?

19 All right. Let's go on to the agenda, Mr. Rosenbaum.  
20 And anyone who was for this is certainly excused.

21 MR. ROSENBAUM: Good morning, Your Honor. Norm  
22 Rosenbaum, Morrison & Foerster for the debtors.

23 Your Honor, it's a relatively short calendar this  
24 morning. We've noted all the adjourned matters, and the first  
25 matters on for today are on page 5 under resolved matters.